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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ATLAS, PEARIMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: OPTICAL CONCEPTS OF AMERICA, INC.

AUDIT NUMBER.....H98000011853

DOC TYPE.....WITHDRAWAL OF FOREIGN CORPORATION

CERT. OF STATUS..0 PAGES..... 1

CERT. COPIES.....1 DEL.METHOD.. FAX

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1998

OPTICAL CONCEPTS OF AMERICA, INC.
2898 UNIVERSITY DRIVE
CORAL SPRINGS, FL 33065

SUBJECT: OPTICAL CONCEPTS OF AMERICA, INC.
REF: F97000002971

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Teresa Brown
Corporate Specialist

FAX Aud. #: E98000011853
Letter Number: 898A00035081

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

6/25/98

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000011853 2))

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DIVISION OF CORPORATIONS

withdrawal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me
6/25/98

**APPLICATION BY FOREIGN CORPORATION FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS
OR CONDUCT AFFAIRS IN FLORIDA**

OPTICAL CONCEPTS OF AMERICA, INC.
Incorporated Under Laws of Delaware

FILED
98 JUN 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

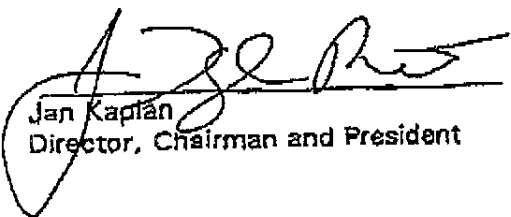
This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

Optical Concepts of America, Inc.
Attn: Jan Kaplan
2898 University Drive
Coral Springs, FL 33065

The corporation agrees to notify the Department of State in the future of any change of its mailing address.


Jan Kaplan
Director, Chairman and President

Dated: 6/17/98

Robert J. Burnett, Esq., Florida Bar No. 0117978
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200